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BSE Ltd.
Dept of Corporate Services
PJ Towers
Dalal Street
Mumbai 400 001

19th October, 2015.

National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E),
Mumbai - 400 051

By Courier

Dear Sirs,

Scrip Code 532663 / SASKEN

Please find enclosed a copy of the proceedings of the Annual General Meeting held on 14th September, 2015. Please also find enclosed a copy of the Certificate dated 14th September, 2015 from S. R. Batliboi & Associates. LLP, the statutory auditors of the Company under Clause 14 of the SEBI ESOP Guidelines regarding implementation of the ESOP Scheme in accordance with the said Guidelines.

It was inadvertently omitted to be sent to you earlier. We regret the delay and kindly condone the same.

Thanking you,

Yours faithfully
For Sasken Communication Technologies Ltd.

S. Prasad
Company Secretary & Compliance Officer

Encl.

Sasken Communication Technologies Ltd.
139/25, Domlur Ring Road, Bengaluru 560 071, India.
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PROCEEDINGS OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF SASKEN COMMUNICATION TECHNOLOGIES LIMITED HELD ON MONDAY, SEPTEMBER 14, 2015 BETWEEN 10.30 A.M. AND 12.00 NOON AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 139/25, RING ROAD, DOMLUR, BENGALURU - 560 071.

Present:

Mr. Rajiv C. Mody	Chairman & Managing Director
Mr. Bansi S. Mehta	Director & Chairman of Audit Committee
Prof. J Ramachandran	Director, Chairman of Nomination & Remuneration Committee & Chairman of Stakeholders Relationship Committee
Dr. Ashok Jhunjhunwala	Director
Mr. Bharat V. Patel	Director
Mr. Sanjay M Shah	Director
Dr. G. Venkatesh	Director
Ms. Neeta S. Revankar	Whole time Director & CFO
Mr. S. Prasad	Associate Vice President & Company Secretary

In attendance:

Mr. Chandra Rampuria	M/s. S. R. Batliboi & Associates LLP, Auditors
Mr. Pradip Agarwal	M/s. S. R. Batliboi & Associates LLP, Auditors
Mr. J. Sundharesan	Practicing Company Secretary
Mr. Gopalkrishnaraj H.H.	Scrutinizer (Practicing Company Secretary)

Mr. Rajiv C Mody took the Chair.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the Meeting to order. He welcomed the members to the Annual General Meeting. He then introduced the other members of the Board on the dais. He informed the members that the Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which directors are interested, Auditors' Report and Secretarial Audit Report have been kept open for members' inspection. He then informed the members that at the time of commencement of the meeting, 54 shareholders representing 25,69,900 shares and 7 proxies representing 5,74,045 shares were present at the meeting. The Notice of the meeting was taken as read with the permission of the members.

The Chairman then delivered his speech to the shareholders of the Company. He gave an overview of the consolidated results of Sasken and its subsidiary companies for the year ended March 31, 2015 (the year) and also answered the queries / clarifications sought by some of the members.

The Company's consolidated revenues from operation for the financial year 2014-15 have decreased by 6.55% in rupee terms, from ₹45,802.93 lakhs in 2013-14 to ₹42,800.99 lakhs in 2014-15. In the said year, Software Services, including Network Engineering Services contributed 96.71% to the revenues, while the Software Products revenues contributed 2.77%. The net profits increased from ₹5,147.17 lakhs in FY14 to ₹11,956.44 lakhs during the year, an increase of 232.29%. This has translated to a Basic Earnings per Share of ₹56.11 in 2014-15 vs. ₹24.36 in 2013-14.

SASKEN COMMUNICATION TECHNOLOGIES LTD.

The Chairman placed before the meeting a certificate dated September 14, 2015 received from Auditors of the Company under Regulation 13 of the new SEBI Regulations (Clause 14 of the erstwhile SEBI ESOP Guidelines) regarding implementation of the ESOP Scheme in accordance with the said Regulations / Guidelines. He also stated that the pricing formula adopted by the Company while granting Stock Option to employees has been detailed in Annexure A to the Directors' Report, forming part of the Annual Report for the year.

The Chairman informed the members that in compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility for the Annual General Meeting through Karvy Computershare Private Limited e-Voting platform to facilitate wider participation of the members. This facility was kept open from 09.00 a.m. on Wednesday, September 9, 2015 to 5.00 p.m. on Sunday, September 13, 2015 (both days inclusive) to those persons holding shares in physical form or in dematerialized form as on Monday, September 7, 2015. In view of the same, voting by show of hands was not allowed for passing any of the resolution at the meeting. However, the Members present at the Annual General Meeting who did not cast their votes electronically were provided with Ballot Paper to facilitate voting by marking assent or dissent as the case may be.

He further informed that Mr. Gopalakrishnaraj H.H., the Scrutinizer who was appointed for this purpose being available at this meeting would validate all the votes and submit his report to the Chairman. The results would be notified to the stock exchanges, published in the website of the Company as well as on the service provider's website (Karvy).

The Chairman ended his speech by thanking the employees and shareholders for their support.

Thereafter the Chairman took up the Ordinary and Special Businesses for consideration of members.

All the below mentioned resolutions were passed by taking the votes cast by e-voting together with votes cast through Ballot provided at the meeting.

Ordinary Business:

Item No.1: Adoption of Financial Statements

The Chairman explained to the shareholders that Item No.1 pertained to the adoption of the audited financial statements (including consolidated financial statements) as at March 31, 2015 together with the reports of the Auditors and Directors thereon.

He also informed the shareholders that the Auditors' Report did not contain any qualifications, observations or comments or other remarks on the financial transactions or matters, having any adverse effect on the functioning of the Company. Considering the same, the Auditors' Report was taken as read.

He invited the members to ask questions if any, on the item. No questions were raised in this regard.

The Ordinary Resolution for this item was as follows:

RESOLVED THAT the audited financial statements of the Company (including consolidated financial statements) for the year ended March 31, 2015, together with the reports of the Directors and the Auditors thereon as laid before the Members at this meeting be and are hereby adopted.

As per the voting results declared on September 15, 2015, no. of votes polled were 71,53,633 out of which no. of votes cast in favour were 71,29,235 and no. of votes cast against were 24,398.

Hence, the resolution was passed with requisite majority.

Item No.2: Declaration of Dividend

The Chairman informed the members that Item No.2 pertained to declaration of dividend. He stated that the Company had declared (a) a special dividend of ₹20.00 per equity share in October 2014; (b) an Interim Dividend of ₹2.50 per equity share in January, 2015 and (c) the Board of Directors of the Company had recommended a final dividend of ₹4.50 per equity share payable to those persons who were shareholders as on the record date, viz. September 11, 2015. He invited the members to ask questions on the item, if any. No questions were raised in this regard.

The Ordinary Resolution for this item was as follows:

RESOLVED THAT payment of (a) special dividend of ₹20.00 per equity share; (b) an interim dividend of ₹2.50 per equity share be and are hereby confirmed and (c) final dividend be paid at the rate of ₹4.50 per equity share for the year ended March 31, 2015, to those shareholders whose names appear in the Register of Members as on September 11, 2015 thereby making the total dividend to ₹27.00 per share for the year 2014-15.

As per the voting results declared on September 15, 2015, no. of votes polled were 72,28,633 out of which no. of votes cast in favour were 72,28,483 and no. of votes cast against were 150.

Hence, the resolution was passed with requisite majority.

Item No.3: Appointment of Director

The Chairman stated that Item No. 3 pertained to the appointment of a director in place of Mr. Jyotindra B. Mody who retires by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

He informed the shareholders that Mr. Jyotindra B. Mody is one of the promoters of the Company and that he has conveyed his willingness to act as Director, if reappointed. He invited the members to ask questions on the item, if any. No questions were raised in this regard.

The Ordinary Resolution for this item was as follows:

RESOLVED THAT Mr. Jyotindra B. Mody, Director (DIN: 00034851), who retires by rotation at this Annual General Meeting, be and is hereby reappointed as Director, whose office shall be subject to retirement by rotation.

As per the voting results declared on September 15, 2015, no. of votes polled were 64,57,375 out of which no. of votes cast in favour were 59,97,769 and no. of votes cast against were 4,59,606.

Hence, the resolution was passed with requisite majority.

Mr. Jyotindra B. Mody and / or his relative(s) did not vote on the above resolution.

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Item No.4: Appointment of Director

The Chairman stated that Item No.4 pertained to the appointment of a director in place of Dr. G. Venkatesh who retires by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

He informed the shareholders that Dr. G. Venkatesh has conveyed his willingness to act as Director, if reappointed. He invited the members to ask questions on the item, if any. No questions were raised in this regard.

The Ordinary Resolution for this item was as follows:

RESOLVED THAT Dr. G. Venkatesh, Director (DIN: 00092085), who retires by rotation at this Annual General Meeting, be and is hereby reappointed as Director, whose office shall be subject to retirement by rotation.

As per the voting results declared on September 15, 2015, no. of votes polled were 72,28,628 out of which no. of votes cast in favour were 71,94,195 and no. of votes cast against were 34,433.

Hence, the resolution was passed with requisite majority.

Dr. G. Venkatesh and / or his relative(s) did not participate in the discussion nor vote on the above resolution.

Item No.5: Appointment of auditors

The Chairman stated that Item No.5 pertained to the appointment of M/s. S. R. Batliboi & Associates LLP as the Statutory Auditors of the Company in the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants and to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting. He further informed the shareholders that they could authorize the Board or Audit Committee to fix their remuneration. He invited the members to ask questions on the item, if any. No questions were raised in this regard.

The Ordinary Resolution for this item was as follows:

RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. S. R. Batliboi & Associates LLP (ICAI Firm Registration No.101049W) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, in the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E), on such remuneration plus applicable service tax and reimbursement of out of pocket expenses incurred by them during the course of the audit as may be decided by the Board of Directors or Audit Committee.

RESOLVED FURTHER THAT M/s. S. R. Batliboi & Associates LLP will audit the Accounts of the Company including Consolidated Accounts and Cash Flow Statements.

As per the voting results declared on September 15, 2015, no. of votes polled were 72,28,633 out of which no. of votes cast in favour were 72,28,583 and no. of votes cast against were 50.

Hence, the resolution was passed with requisite majority.

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Special Business

The Chairman thereafter took the items of Special Business.

Item No.6: Re-appointment and payment of Remuneration to Mr. Rajiv C. Mody, as Chairman & Managing Director

At this juncture Mr. Rajiv C. Mody being interested in the resolution handed over the proceedings to Mr. Bansi S. Mehta, Director & Chairman of Audit Committee of the Board.

Mr. Bansi S. Mehta then took the Chair.

Mr. Bansi S. Mehta stated that the item pertained to the re-appointment and payment of remuneration to Mr. Rajiv C. Mody as Chairman & Managing Director for a period of five years effective from April 1, 2015 to March 31, 2020. He invited the members to ask questions on the item, if any. No questions were raised in this regard.

The Ordinary Resolution for this item was as follows:

RESOLVED THAT in accordance with the provisions of Section 152, 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, consent of the Company be and is hereby accorded for the re-appointment of Mr. Rajiv C. Mody (DIN:00092037) as Chairman & Managing Director of the Company for a period of five years effective from April 1, 2015 to March 31, 2020 on the following terms:

(a) Fixed Salary of a sum not exceeding ₹3.00 crores per annum and other statutory contributions to be made by the Company as applicable and as may be determined by the Nomination & Remuneration Committee of the Board of Directors.
(b) Variable Performance Pay ("VPP") of such amount as may be determined by the Nomination & Remuneration Committee for the year.
(c) Other terms such as gratuity, leave, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Nomination & Remuneration Committee.
(d) The Board of Directors of the Company has the authority to determine the term of office at any time.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any of the financial years from 2015-16 to 2019-20, Mr. Rajiv C. Mody be paid the above mentioned remuneration, excluding VPP as minimum remuneration or as may be determined by the Nomination & Remuneration Committee subject to the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed and / or with the approval of the Government from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

As per the voting results declared on September 15, 2015, no. of votes polled were 45,93,357 out of which no. of votes cast in favour were 45,58,934 and no. of votes cast against were 34,423.

Hence, the resolution was passed with requisite majority.

Mr. Rajiv C. Mody and / or his relative(s) did not participate in the discussion nor vote on the above resolution.

Mr. Bansi S. Mehta then handed over the proceedings to Mr. Rajiv C. Mody to conduct the rest of the proceedings.

The Chairman thanked Mr. Bansi S. Mehta and resumed the proceedings.

Item No.7: Re-appointment and payment of remuneration to Mr. Krishna J. Jhaveri, as Whole Time Director for a period of five years

The Chairman informed the members that the item pertained to the re-appointment and payment of remuneration to Mr. Krishna J. Jhaveri as Whole Time Director for a period of five years effective from April 1, 2015 to March 31, 2020. He invited the members to ask questions on the item, if any. No questions were raised in this regard.
The Ordinary Resolution for this item was as follows:

RESOLVED THAT in accordance with the provisions of Section 152, 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, consent of the Company be and is hereby accorded for the re-appointment of Mr. Krishna J. Jhaveri (DIN:00102729) as Whole Time Director of the Company for a period of five years effective from April 1, 2015 to March 31, 2020 on the following terms:

(a) Fixed Salary of a sum not exceeding US $ 100,000 (US $ One hundred thousand only) per annum and other statutory contributions to be made by the Company as applicable and as may be determined by the Nomination & Remuneration Committee of the Board of Directors.
(b) Variable Performance Pay ("VPP") of such amount as may be determined by the Nomination & Remuneration Committee for the year.
(c) Other terms such as gratuity, leave, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Nomination & Remuneration Committee.
(d) The Board of Directors of the Company has the authority to determine the term of office at any time.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any of the financial years from 2015-16 to 2019-20, Mr. Krishna J. Jhaveri be paid the above mentioned remuneration, excluding VPP as minimum remuneration or as may be determined by the Nomination & Remuneration Committee subject to the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed and / or with the approval of the Government from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

As per the voting results declared on September 15, 2015, no. of votes polled were 72,28,373 out of which no. of votes cast in favour were 41,41,887 and no. of votes cast against were 30,86,486.

Hence, the resolution was passed with requisite majority.

Mr. Krishna J. Jhaveri did not hold any shares of the Company. His relative(s) did not vote on the above resolution.

Item No.8: Re-appointment and payment of remuneration to Ms. Neeta S. Revankar, as Whole Time Director & CFO for a period of five years

The Chairman informed the members that the item pertained to the re-appointment and payment of remuneration to Ms. Neeta S. Revankar, as Whole Time Director & CFO for a period of five years effective from April 1, 2015 to March 31, 2020. He invited the members to ask questions on the item, if any. No questions were raised in this regard.

The Ordinary Resolution for this item was as follows:

RESOLVED THAT in accordance with the provisions of Section 152, 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, consent of the Company be and is hereby accorded for the re-appointment of Ms. Neeta S. Revankar (DIN:00145580) as Whole Time Director & CFO of the Company for a period of five years effective from April 1, 2015 to March 31, 2020 on the following terms:

(a) Fixed Salary of a sum not exceeding ₹2.00 crores per annum and other statutory contributions to be made by the Company as applicable and as may be determined by the Nomination & Remuneration Committee of the Board of Directors.
(b) Variable Performance Pay ("VPP") of such amount as may be determined by the Nomination & Remuneration Committee for the year.
(c) Other terms such as gratuity, leave, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Nomination & Remuneration Committee.
(d) The Board of Directors of the Company has the authority to determine the term of office at any time.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any of the financial years from 2015-16 to 2019-20, Ms. Neeta S. Revankar be paid the above mentioned remuneration, excluding VPP as minimum remuneration or as may be determined by the Nomination & Remuneration Committee subject to the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed and / or with the approval of the Government from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

As per the voting results declared on September 15, 2015, no. of votes polled were 70,98,386 out of which no. of votes cast in favour were 70,98,316 and no. of votes cast against were 70.

Hence, the resolution was passed with requisite majority.

Ms. Neeta S. Revankar did not participate in the discussion nor vote on the above resolution.

Item No.9: Engaging the services of Dr. G. Venkatesh as a Consultant and fixing the consultancy fee payable to him

The Chairman informed the members that the item pertained to engaging the services of Dr. G. Venkatesh as a Consultant and the consultancy fee payable to him. Dr. G. Venkatesh has been with the Company since May 1995 and has rich experience in technology development and business management. Considering the valuable contribution to the Company, he was elevated to the Board and appointed as an Additional Director of the Company by the Board of Directors on January 25, 2005. He

was re-appointed as a Whole Time Director at the Annual General Meeting held on July 18, 2013. Subsequently, at the Board Meeting held on January 19, 2015 he transitioned from a Whole Time Director to a Non-Executive Director. Considering his long association with the Company and to continue availing his services and expertise, it was proposed to engage him as a Consultant and authorize the Board of Directors or any Committee / director authorized by the Board to determine the nature and period of his engagement and to pay him, such that compensation shall not exceed ₹40.00 lakhs in a financial year. He invited the members to ask questions on the item, if any. No questions were raised in this regard.

The Special Resolution for this item was as follows:

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company, Listing Agreement as entered into by the Company with the BSE Limited and National Stock Exchange of India Limited, consent of the Members of the Company be and is hereby given for engaging the services of Dr. G. Venkatesh (DIN:00092085), Non-executive Director as a Consultant of the Company and for payment of consultancy fee not exceeding ₹40.00 lakhs in a financial year.

RESOLVED FURTHER THAT the above fee shall be exclusive of sitting fee payable to Dr. G. Venkatesh for attending meetings of the Board or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors or any Committee / director authorized by the Board be and is hereby authorized to finalize the other terms and conditions of his engagement including renewal thereof and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

As per the voting results declared on September 15, 2015, no. of votes polled were 72,28,628 out of which no. of votes cast in favour were 67,69,021and no. of votes cast against were 4,59,607.

Hence, the resolution was passed with requisite majority.

Dr. G. Venkatesh and / or his relative(s) did not participate in the discussion nor vote on the above resolution.

There being no other business to be transacted, the Chairman thanked the members for attending the meeting and declared the proceedings as closed.

RESULT OF E-VOTING & POSTAL BALLOT

Mr. Gopalkrishnaraj H. H., Scrutinizer, after conclusion of the Annual General Meeting unblocked the votes cast through e-voting and collected the voted ballot papers after the physical voting at the Annual General Meeting was completed by the members.

The Scrutinizer submitted his combined report on voting (i.e. E-voting and Poll) on September 15, 2015, the summary of which is given below. He recommended that all the resolutions having secured requisite majority of votes, may be considered to have been passed and the Chairman may accordingly declare the result of voting. On the basis of this report, the Chairman declared the result of voting. The same was notified to the stock exchanges, published in the website of the Company as well as on the service provider's website (Karvy Computershare Private Limited e-Voting platform) on September 15, 2015.

Item No.	Particulars of the resolution	FOR		AGAINST		INVALID*	Type of Resolution
		Nos.	%	Nos.	%	Nos.	
ORDINARY BUSINESS							
1.	Adoption of audited financial statements of the Company (including consolidated financial statements) for the year ended March 31, 2015, together with the reports of the Directors and the Auditors thereon.	71,29,235	99.66	24,398	0.34	5	Ordinary
2.	Confirmation of special dividend of ₹20.00 per equity share paid in October, 2014 and an interim dividend of ₹2.50 per equity share paid in January, 2015 and declaration of final dividend of ₹4.50 per equity share.	72,28,483	100.00	150	0.00	5	Ordinary
3.	Appointment of Director in place of Mr. Jyotindra B. Mody who retires by rotation and that he has conveyed his willingness to act as Director, if reappointed.	59,97,769	92.88	4,59,606	7.12	Nil	Ordinary
4.	Appointment of Director in place of Dr. G. Venkatesh who retires by rotation and that he has conveyed his willingness to act as Director, if reappointed.	71,94,195	99.52	34,433	0.48	2,63,638	Ordinary
5.	Appointment of M/s. S. R. Batliboi & Associates LLP as the Statutory Auditors of the Company in the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants.	72,28,583	100.00	50	0.00	5	Ordinary
SPECIAL BUSINESS							
6.	Re-appointment and payment of Remuneration to Mr. Rajiv C. Mody, as Chairman & Managing Director for a period of five years effective from April 1, 2015 to March 31, 2020.	45,58,934	99.25	34,423	0.75	26,35,281	Ordinary

7.	Re-appointment and payment of remuneration to Mr. Krishna J. Jhaveri, as Whole Time Director for a period of five years effective from April 1, 2015 to March 31, 2020.	41,41,887	57.30	30,86,486	42.70	265	Ordinary
8.	Re-appointment and payment of remuneration to Ms. Neeta S. Revankar, as Whole Time Director & CFO for a period of five years effective from April 1, 2015 to March 31, 2020.	70,98,316	100.00	70	0.00	1,30,252	Ordinary
9.	Engaging the services of Dr. G. Venkatesh as a Consultant and fixing the consultancy fee payable to him.	67,69,021	93.64	4,59,607	6.36	2,63,638	Special

* Includes who abstained from voting on the said resolution.

CERTIFIED TRUE COPY

For SASKEN COMMUNICATION TECHNOLOGIES LTD.

Company Secretary

CHAIRMAN

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

12th & 13th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru-560 001, India
Tel : +91 80 6727 5000
Fax : +91 80 2210 6000

Certificate

September 14, 2015

The Board of Directors
Sasken Communication Technologies Limited
No. 139/25, Domlur Layout
Ring Road, Domlur
Bengaluru - 560071

For the attention of Ms. Neeta Revankar, Whole time Director and Chief Financial Officer

Dear Madam,

1. As requested by Sasken Communication Technologies Limited ("Sasken" or "the Company"), we have examined the Sasken ESOP Scheme 2006 ('ESOP 2006') (hereinafter referred to as "the Scheme"), of the Company, as approved by the shareholders of the Company at its extraordinary general meeting held on February 25, 2006 to determine whether the Scheme has been implemented during the year ended March 31, 2015, in accordance with the requirements of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, (the "erstwhile SEBI Guidelines") as repealed with certain exceptions by Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the "new SEBI Regulations") read with SEBI Circular CIR/CFD/Policy Cell/2/2015 dated June 16, 2015 regarding requirements specified under the new SEBI Regulations.

2. We understand that this certificate is required to be placed by the Company at its ensuing Annual General Meeting to be held on September 14, 2015, relevant for financial year 2014 -15, in accordance with the requirements of Regulation 13 of the new SEBI Regulations (Clause 14 of the erstwhile SEBI Guidelines) in respect of ESOP Scheme 2006.

3. In this connection, we have performed the following procedures:

   a. We have read the provisions of erstwhile SEBI Guidelines and new SEBI Regulations.

   b. We have read the Scheme as approved by the shareholders of the Company.

   c. We have read the minutes of the Extraordinary General Meeting held on February 25, 2006 noting the approval accorded to the management to issue employee stock options to the employees and directors of the Company and its subsidiary companies.

   d. We have obtained management's representation that the Company has not issued any shares during the year and hence no disclosures is required to be filed in Schedule IV of the erstwhile SEBI Guidelines. We have relied on the representation of the management in this regard.



e. We have obtained management's representation that no director, who has been granted options, either by himself or through his relative or through any body corporate, directly or indirectly holds more than 10 per cent of the equity shares of the Company. We have relied on the representation of the management in this regard.

4. We report that the disclosure as required under Regulation 14 of new SEBI Regulations (Clause 12 of the erstwhile SEBI Guidelines) pertaining to the weighted average exercise price and the weighted average fair value of the options granted under the Scheme have been provided by the Company in the Notes to the Accounts forming part of the audited financial statements of the Company for the year ended March 31, 2015, instead of being disclosed in the Directors' Report.

5. In terms of Regulation 31(2)(b) of the new SEBI Regulations, the Company has to comply with these regulations to the extent applicable, within one year of the new SEBI Regulations coming into effect and it has been represented to us that the Company is taking necessary steps to comply with these regulations, as applicable.

6. Based on the procedures performed by us as stated in paragraph 3 above, and the information and explanations given to us, we confirm that the Company has complied with the relevant provisions of the erstwhile SEBI Guidelines and new SEBI Regulations in respect of the Scheme during the year ended on March 31, 2015.

7. The compliance of conditions of the erstwhile SEBI Guidelines and the new SEBI Regulations is the responsibility of the Company management. We performed the above-mentioned procedures, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. Our examination was limited to procedures adopted by the Company for complying with the conditions of the erstwhile SEBI Guidelines and the new SEBI Regulations. Further, our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.

8. The sufficiency of the procedures performed, as set forth in the above paragraphs of this report, is the sole responsibility of the Company. Consequently, we make no representation regarding the sufficiency of the procedures described above either for the purposes for which this report has been requested or for any other purpose. Furthermore, we make no representations, regarding questions of legal representations, or representations regarding compliance with the company law or other statutory requirements.

9. This certificate is intended solely for the purpose mentioned in Paragraph 2 above, and is not to be used or referred to for any other purpose or distributed to anyone, and should not be used or referred to for any other purpose.

S.R. Batliboi & Associates LLP Bengaluru

10. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W

per Chandra Kumar Rampuria
Partner
Membership number: 055729
Place: Bangalore
Date: September 14, 2015

S.R. Batliboi & Associates LLP
Bengaluru

CERTIFIED TRUE COPY

For SASKEN COMMUNICATION TECHNOLOGIES LTD.

Company Secretary